

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

FTX TRADING LTD., *et al.*,¹

Debtors.

Chapter 11

Case No. 22-11068 (JTD)

(Jointly Administered)

Ref. No. 233, 329, 358, 330, 371, 400, 405, 410 &
464

CERTIFICATION OF COUNSEL

I, Kimberly A. Brown, proposed counsel to the above-captioned debtors and debtors-in-possession (the “Debtors”), hereby certify as follows to the best of my knowledge, information and belief:

1. On December 15, 2022, the Debtors filed with the United States Bankruptcy Court for the District of Delaware (the “Court”) the *Motion of Debtors for Entry of Orders (I)(A) Approving Bid Procedures, Stalking Horse Protections and the Form and Manner of Notices for the Sale of the Certain Businesses; (B) Approving Assumption and Assignment Procedures and (C) Scheduling Auction(s) and Sale Hearing(s) and (II)(A) Approving the Sale(s) Free and Clear of Liens, Claims, Interests and Encumbrances and (B) Authorizing Assumption and Assignment of Executory Contracts and Unexpired Leases* [D.I. 233] (the “Motion”).

2. On December 29, 2022, John Mallon (“Mallon”) filed the *Objection to Motion of Debtors for Entry of Orders* [D.I. 329 & 358] (the “Mallon Objection”).

3. On December 29, 2022, the Foreign Representatives of the Chapter 15 Debtor (the “Foreign Representatives”) filed the *Preliminary Statement and Reservation of Rights of the*

¹ The last four digits of FTX Trading Ltd.’s and Alameda Research LLC’s tax identification number are 3288 and 4063 respectively. Due to the large number of debtor entities in these Chapter 11 Cases, a complete list of the Debtors and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors’ claims and noticing agent at <https://cases.ra.kroll.com/FTX>.

Foreign Representatives of the Chapter 15 Debtor Regarding the Motion of Debtors for Entry of Orders (I)(A) Approving Bid Procedures, Stalking Horse Protections and the Form and Manner of Notices for the Sale of the Certain Businesses; (B) Approving Assumption and Assignment Procedures and (C) Scheduling Auction(s) and Sale Hearing(s) and (II)(A) Approving the Sale(s) Free and Clear of Liens, Claims, Interests, and Encumbrances and (B) Authorizing Assumption and Assignment of Executory Contracts and Unexpired Leases [D.I. 330].

4. On January 4, 2023, Ad Hoc Committee of Non-US Customers of FTX.com (the “Ad Hoc Committee”) filed the *Reservation of Rights and Limited Objection of the Ad Hoc Committee of Non-US Customers of FTX.com to Motion of Debtors for Entry of Orders (I)(A) Approving Bid Procedures, Stalking Horse Protections and the Form and Manner of Notices for the Sale of the Certain Businesses; (B) Approving Assumption and Assignment Procedures and (C) Scheduling Auction(s) and Sale Hearing(s) and (II)(A) Approving the Sale(s) Free and Clear of Liens, Claims, Interests and Encumbrances and (B) Authorizing Assumption and Assignment of Executory Contracts and Unexpired Leases [D.I. 371]* (the “Ad Hoc Committee Objection”).

5. On January 7, 2023, the United States Trustee (the “U.S. Trustee”) filed the *Objection of the United States Trustee to the Motion of the Debtors for Entry of an Order (A) Approving Bid Procedures, Stalking Horse Protections and the Form and Manner of Notices for the Sale of Certain Businesses, (B) Approving Assumption and Assignment Procedures and (C) Scheduling Auction(s) and Sale Hearing(s) [D.I. 400]* (the “U.S. Trustee Objection”, together with the Mallon Objection and Ad Hoc Committee Objection, the “Formal Objections”).

6. On January 8, 2023, the Official Committee of Unsecured Creditors (the “Committee”) filed the *Reservation of Rights of Official Committee of Unsecured Creditors Regarding Motion of Debtors for Entry of Orders (I)(A) Approving Bid Procedures, Stalking*

Horse Protections and the Form and Manner of Notices for the Sale of the Certain Businesses; (B) Approving Assumption and Assignment Procedures and (C) Scheduling Auction(s) and Sale Hearing(s) and (II)(A) Approving the Sale(s) Free and Clear of Liens, Claims, Interests and Encumbrances and (B) Authorizing Assumption and Assignment of Executory Contracts and Unexpired Leases [D.I. 405].

7. On January 8, 2023, the Debtors filed *Debtors' Reply in Support of Motion of Debtors for Entry of Orders (I)(A) Approving Bid Procedures, Stalking Horse Protections and the Form and Manner of Notices for the Sale of the Certain Businesses; (B) Approving Assumption and Assignment Procedures and (C) Scheduling Auction(s) and Sale Hearing(s) and (II)(A) Approving the Sale(s) Free and Clear of Liens, Claims, Interests and Encumbrances and (B) Authorizing Assumption and Assignment of Executory Contracts and Unexpired Leases [D.I. 410].*

8. On January 11, 2023, the Debtors filed the *Notice of Revised Orders [D.I. 464]* attaching as **Exhibit C-1** thereto a revised form of order (the "**Revised Order**") and the Court held a hearing (the "**Hearing**") to consider, among other things, the Motion. On the record at the Hearing, the Ad Hoc Committee withdrew the Ad Hoc Committee Objection based on the changes reflected in the Revised Order.

9. Pursuant to the Court's ruling on the Motion and the record at the Hearing, the Debtors have further revised the proposed form of order (the "**Order**"), a copy of which is attached hereto as **Exhibit A**. A copy of the Order compared against the Revised Order is attached hereto as **Exhibit B**. The Order has been circulated to the U.S. Trustee and the Committee. The Committee does not object to entry of the Order. The U.S. Trustee has reviewed the Order and attachments thereto and believes the changes to be consistent with the

Court's ruling at the Hearing. In accordance with the Court's electronic order processing procedures, a clean copy of the Order shall be uploaded to CM/ECF.

10. Accordingly, the Debtors respectfully request that the Court enter the Revised Order at its earliest convenience.

Dated: January 12, 2023
Wilmington, Delaware

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/s/ Kimberly A. Brown

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